

BY-LAWS  
OF  
RIVERMIST HOMEOWNER'S ASSOCIATION  
a Not-for-Profit Homeowner's Association of the State of Illinois

ARTICLE I

OWNERS AND MEMBERS

SECTION 1.1.       Name. The name of the association shall be RIVERMIST HOMEOWNER'S ASSOCIATION.

SECTION 1.2.       Members. Owners of real property in Rivermist and beneficiaries of land trusts holding title to real property in Rivermist shall become members of the Association as provided in the Declaration of Covenants and Restrictions.

ARTICLE II

OFFICES

SECTION 2.1.       Offices. The Homeowner's Association shall maintain in the State of Illinois a registered office and a registered agent at such office and may have other offices within or without the State.

ARTICLE III

MEETING OF MEMBERS

SECTION 3.1.       Annual Meeting. An annual meeting of the voting members shall be held on the first Monday of August of each year or at such other reasonable time or date not more than thirty days before or after said date as may be designated by written notice of the Board of Directors delivered to the membership no less than ten days prior to the date fixed for said new meeting. Said meeting shall be for the purpose of conducting the business of the association, electing directors, and transacting such other business as may come before the meeting. If such day is a legal holiday, the meeting shall be held on the next succeeding business day.

SECTION 3.2.       Special Meetings. Special meetings may be called by the President, the Board of directors, or the voting members having, in the aggregate, not less than twenty-five percent of the total votes of the Homeowner's Association.

SECTION 3.3.       Notice of Meetings. Written notice of any regular or special meeting shall be distributed not less than ten days nor more than thirty days prior

to regular or special membership meetings, stating the date, place and the hour of the meeting.

In case of a special meeting, such notice shall also include the purpose for which the meeting is being called.

If mailed, the notice of a meeting shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Association with postage thereon paid.

SECTION 3.4. Place of Meeting. The Board of Directors may designate any place as the place of meeting for any annual meeting or for any special meeting. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the association in the State of Illinois.

SECTION 3.5. Voting. Voting on any question or in any election may be by voice unless the presiding officer shall order or any member shall demand that voting be by ballot.

SECTION 3.6. Proxies. Each member entitled to vote at a meeting of members may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after six days from its date, unless the proxy provided for a longer period.

SECTION 3.7. Quorum. The presence in person or by proxy at any meeting of the voting members having a majority of the total votes of the Homeowner's Association shall constitute a quorum. Unless otherwise expressly provided herein or required by the General Not-for-Profit Corporation Act, the Articles of Incorporation of the Homeowner's Association, or the By-Laws of the Homeowner's Association, any action may be taken at any meeting of the voting members at which a quorum is present upon the affirmative vote of the voting members having a majority of the total votes present at such meeting.

## ARTICLE IV

### BOARD OF DIRECTORS

SECTION 4.1. Number. The affairs of this Association shall be managed by a Board of five (5) directors who are Members of the Association. The board of Directors may be less than five (5) in number, but not less than three (3). No more than one member of each lot may serve on the Board at the same time.

SECTION 4.2. Term of Office. Except for the Directors elected to the First board, the successor Directors shall be elected at the next election as follows: one (1) director for a term of one (1) year, two (2) directors for a term of two (2) years, and

two (2) directors for a term of three (3) years. Thereafter, at each annual meeting the Members shall elect the directors for a term of three (3) years.

SECTION 4.3. Removal. Any director may be removed from the Board, with or without cause, by vote of sixty-seven percent (67%) of the total votes collectively held by all classes of Members present in person or by proxy, entitled to vote at a meeting duly called for such purpose, at which a quorum is present, written notice of which is mailed to all Members no less than ten (10) days nor more than forty (40) days in advance of the meeting. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the board and shall serve for the unexpired term of his predecessor.

SECTION 4.4. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

SECTION 4.5. Action Taken Without a Meeting. The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of all directors. Any action so approved shall have the same effect as though taken at a meeting of the directors.

SECTION 4.6. Voting. Each director shall be a voting member of the Rivermist Homeowner's Association or a designated representative thereof.

SECTION 4.7. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place for holding any special meeting of the Board of Directors held by them.

SECTION 4.8. Notice of Special Meeting. Notice of any special meeting shall be given at least three (3) days prior thereto by written notice to each director at his address as shown by the records of the Association. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon paid.

SECTION 4.9. Informal Action by Directors. Unless specifically prohibited by the Articles of Incorporation or By-Laws, any action required to be taken at a meeting of the Board of Directors, or any other action which may be taken at a meeting of the Board of Directors, or of any committee thereof may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors entitled to vote with respect to the subject matter thereof or by all members of the committee, as the case may be. Any such consent signed by all the directors or all the members of the committee shall have the same effect as a unanimous vote, and may be stated as such in any document filed with the Secretary of State or with anyone else.

SECTION 4.10. Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors at which action on any Association matter is taken shall be conclusively presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by adjournment of the meeting. Such right to dissent shall not apply to a director who voted in favor of such actions.

## ARTICLE V

### OFFICERS

SECTION 5.1. Number. The Board shall elect from among its members the following officers:

- (a) A president who shall preside over its meetings and those of the voting members and who shall be the chief executive officer of the Board. The president shall represent the Association at the Naperville Area Homeowner's Confederation.
- (b) One or more vice-presidents who shall assume the duties of the president if the president is unable to fulfill his duties.
- (c) A secretary who shall keep the minutes of all meetings of the Board and of the voting members and who shall perform all the duties incident to the office of the secretary.
- (d) A treasurer who shall keep the financial records and books of account.
- (e) Any two or more offices may be held by the same person.

SECTION 5.2. President. The president shall be the principal executive officer of the Association. Subject to the direction and control of the Board of Directors, he shall be in charge of the business of the Association; he shall see that the resolutions and directions of the Board of Directors are carried into effect except in those instances in which that responsibility is specifically assigned to some other person by the Board of Directors; and, in general, he shall discharge all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time. He shall preside at all meetings of the voting members and of the Board of Directors. Except in those instances where the authority to execute is expressly delegated to another officer or agent of the association or by different mode of execution is expressly prescribed by the Board of Directors or these By-Laws, he may execute for the Association certificates for its shares, and any contracts, deeds, mortgages, bonds, other instruments which the Board of Directors has authorized to be executed, and he may accomplish such execution either under or without the seal of the Association and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument. He may vote all securities which the Association is entitled to vote except as

and to the extent such authority shall be vested in a different officer or agent of the Association by the Board of Directors.

SECTION 5.3. Vice-President. The vice-president (or in the event there be more than one vice-president, each of the vice-presidents) shall assist the president in the discharge of his duties as the president may direct and shall perform such other duties as from time to time may be assigned to him by the president or the Board of Directors. In the absence of the president or in the event of his inability or refusal to act, the vice-president (or in the event there be more than one vice-president), the vice-presidents in the order designated by the Board of Directors, or by the president if the board of Directors has not made such designation, or in the absence of any designation, then in the order of seniority of tenure as vice-president shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. Except in those instances in which the authority to execute is expressly delegated to another officer or agent of the Association a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws the vice-president (or each of them if there are more than one) may execute for the Association certificates for its shares and any contracts, deeds, mortgages, bonds or other instruments which the Board of Directors has authorized to be executed, and he may accomplish such execution either under or without any officer thereunto authorized by the Board of Directors, any seal of the Association and either individually or with the secretary, any assistant secretary, or any other officer thereunto authorized by the Board of Directors, according to the requirements of the form of the instrument.

SECTION 5.4. Secretary. The secretary shall: a) record the minutes of the voting members and the Board of Director's meeting in one or more books provided for that purpose, b) see that all notices are duly given in accordance with the provision of these By-Laws or as required by law, c) be custodian of the Association records and of the seal of the Association, d) keep a register of the post office address of each voting member which shall be furnished to the secretary by such voting member, e) sign with the president, or vice-president, or any other officer thereunto authorized by the Board of Directors, any contract, deed, mortgage, bond or other instrument which the Board of Directors has authorized to be executed, according to the requirements of the form of instrument, except when a different mode of execution is expressly prescribed by the Board of Directors or these By-Laws and f) perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the president or by the Board of Directors. The management company of the Association may, at the direction of the Board of Directors, be custodian of the Association records and of the seal of the Association.

SECTION 5.5. Treasurer. The treasurer shall be the principal accounting and financial officer of the Association. He shall: a) have charge of and responsible for the maintenance of adequate books of accounts for the Association b) have charge and custody of all funds and securities of the Association and be responsible therefore and for the receipt and disbursement thereof and c) perform all the duties incident to the office of

treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors. If required by the Board of Directors, the treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors may determine.

## ARTICLE VI

### COMMITTEES

SECTION 6.1 The Board of Directors, by resolution adopted by a majority of the directors in office, may designate one or more committees, to the extent provided in said resolution and not restricted by law, shall have and exercise the authority of the Board of Directors in the management of the Association, but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The members of the committee may either be directors or members of the Association, provided that a majority of the committee members shall be directors, and all committee members shall serve at the pleasure of the Board.

SECTION 6.2. Each member of a committee shall continue as such until the next Annual Meeting of the members of the Association and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member resign or be removed from such committee, or unless such member shall cease to qualify as a member thereof.

SECTION 6.3. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

SECTION 6.4. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

## ARTICLE VII

### WAIVER OF NOTICE

SECTION 7.1. Whenever any notice is required to be given under the provision of these By-Laws or under the Declaration of Covenants and Restrictions or under the provisions of the Articles of Incorporation or under the provision of the Illinois General Not-For-Profit Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

## ARTICLE VIII

### CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 8.1. Contracts. The Board of Directors may authorize any officer, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on the behalf of the Association. Such authority may be general or may be confined to specific instances.

SECTION 8.2. Loans. No loans shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by the members of the Association as delineated in the Declaration of Covenants and Restrictions. Such authority may be confined to specific instances.

SECTION 8.3. Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manners as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the treasurer and countersigned by the President or a vice-president of the Association.

SECTION 8.4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

## ARTICLE IX

### INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 9.1. Every Director of the Association shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a Director of the Association or any settlement thereof, whether or not he is a Director at the time such expenses are incurred, except in such cases wherein the Director is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approve such settlements and reimbursements as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director may be entitled.

## ARTICLE X

### WORKMEN'S COMPENSATION AND FIDELITY INSURANCE; OTHER INSURANCE

SECTION 10.1. The Association shall obtain and maintain a policy or policies of insurance with reputable insurance carriers providing the following coverage:

- (a) The Association shall obtain comprehensive general liability insurance for bodily injury, property damage, and personal injury at limits no less than a combined single limit of \$1,000,000, covering ownership, maintenance, or use of the Community Area, the Homesites and other areas within or outside Rivermist necessary and incidental thereto.
- (b) Worker's Compensation and employer's liability insurance in such form and in such amounts as may be necessary to comply with applicable laws;
- (c) Fidelity insurance or bonds in reasonable amounts for all officers and employees having fiscal responsibilities, naming the Association as obligee; and
- (d) Such other insurance in such limits and for such purpose as the Association may, from time to time, deem reasonable and appropriate.

## ARTICLE XI

### AMENDMENTS

SECTION 11.1. The provisions of these By-Laws may be changed, modified, or rescinded by an instrument in writing setting forth such change, modification, or rescission, certified by the secretary of the Board of Directors. Said change, modification, or rescission shall be approved by a majority of the number of votes of the Homeowner's Association present in person or by written proxy at a membership meeting of the voting members of the Homeowner's Association having twenty-five percent of the total votes shall constitute a quorum. However, said change, modification, or rescission must be approved by not less than the twenty-five percent of the total number of votes of the Homeowner's Association.